

# **Exhibit 7**

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

\_\_\_\_\_  
WAYMO LLC, )  
 )  
 )  
Plaintiff, )  
 )  
vs. ) Case No.  
 ) 17-cv-00939-WHA  
 )  
UBER TECHNOLOGIES, INC.; )  
OTTOMOTTO, LLC; OTTO TRUCKING LLC, )  
 )  
 )  
Defendants. )  
\_\_\_\_\_ )

HIGHLY CONFIDENTIAL--OUTSIDE COUNSEL'S EYES ONLY

VIDEOTAPED DEPOSITION of  
ADAM BENTLEY, ESQ.  
San Francisco, California  
Tuesday, August 22, 2017  
Volume I

Reported by:  
MARY J. GOFF  
CSR No. 13427  
Job No. 2684904C  
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## HIGHLY CONFIDENTIAL - OUTSIDE COUNSEL ONLY

1 to this decoder ring or -- I don't know how to 04:56:08  
2 describe it. 04:56:15  
3 A Yeah, to the key. 04:56:15  
4 Q The key, right. Okay. And this key was 04:56:16  
5 not provided to Uber at -- along with the 04:56:20  
6 disclosures, right, at -- on April 4 -- 11, 2016? 04:56:23  
7 A That's correct. 04:56:27  
8 MR. JUDAH: Let's take a break. 04:56:32  
9 THE VIDEOGRAPHER: The time is 4:57 p.m. 04:56:34  
10 We are off the record. 04:56:35  
11 (A break was taken from 4:57 p.m. to 04:56:36  
12 5:02 p.m.) 04:56:39  
13 THE VIDEOGRAPHER: The time is 5:02 p.m. 05:02:07  
14 We're back on the record. 05:02:09  
15 Q (BY MR. JUDAH) Mr. Bentley, you were 05:02:16  
16 involved in negotiations between Ottomotto and Tyto, 05:02:18  
17 right? 05:02:27  
18 A Correct. 05:02:29  
19 Q Were you involved in those negotiations as 05:02:30  
20 a -- as an Ottomotto employee? 05:02:34  
21 A Yes. 05:02:38  
22 Q Were you also involved in those 05:02:40  
23 negotiations when you were at O'Melveny? 05:02:42  
24 A When I was at O'Melveny is when the 05:02:44  
25 Disclosure Schedule was finalized. The Disclosure 05:02:49

1 Schedule? 05:07:38

2 Q (BY MR. JUDAH) Well, I -- I mean, 05:07:38

3 ultimately my question is: Other than in connection 05:07:40

4 with the Disclosure Schedule and the Uber and 05:07:43

5 Ottomotto negotiations, did you have any involvement 05:07:47

6 prior to becoming an Ottomotto employee in the 05:07:50

7 direct negotiations between Ottomotto and Tyto? 05:07:54

8 MS. EWINS: Objection, form. 05:07:58

9 A No, I did not have any involvement in 05:08:03

10 Ottomotto's discussions with Tyto prior to my 05:08:06

11 becoming an Ottomotto employee. 05:08:09

12 Q (BY MR. JUDAH) So -- so you had seen 05:08:12

13 reference to it in connection with the negotiations 05:08:16

14 between Ottomotto and Uber, but you had not talked 05:08:18

15 to anyone from Tyto, for example? 05:08:23

16 A Correct. 05:08:26

17 Q So focusing now on the time that you had 05:08:26

18 become an Ottomotto employee, what was the first 05:08:30

19 conversation or communication of any kind you had 05:08:34

20 with anyone from Tyto? 05:08:38

21 A I recall that in the first week that I was 05:08:43

22 an Ottomotto employee, I had e-mail and telephone 05:08:46

23 correspondence with Tyto regarding the negotiation 05:08:51

24 of the Asset Purchase Agreement. 05:08:55

25 Q All right. What do you remember about 05:08:59

1       those communications? 05:09:00

2           A       I remember we were beginning the 05:09:04

3       negotiation of the deal and during that first week, 05:09:09

4       negotiating the terms of the Asset Purchase 05:09:12

5       Agreement. 05:09:14

6           Q       What was your understanding of the state 05:09:17

7       of the negotiations prior to the time you got 05:09:19

8       involved? 05:09:23

9           MR. TAKASHIMA: Objection to the form. 05:09:25

10       I'm going to caution the witness not to divulge 05:09:26

11       anything you learned from privileged communications. 05:09:29

12           A       Without divulging privileged 05:09:41

13       communications, I was generally aware, as was Uber 05:09:44

14       as indicated here, that there was -- had been some 05:09:47

15       degree of discussion between the principals of 05:09:50

16       Ottomotto and Tyto. 05:09:55

17           Q       (BY MR. JUDAH) Who was the principal of 05:09:56

18       Tyto? 05:09:58

19           A       The main business contact who was 05:10:03

20       responsible for negotiating the deal for Tyto was 05:10:05

21       Ognen. 05:10:10

22           Q       Ognen Stojanovski? 05:10:12

23           A       Stojanovski. 05:10:14

24           Q       Do you know of anyone else who was 05:10:15

25       negotiating on the Tyto side of that -- of that 05:10:17

1 deal? 05:10:20

2 A No. 05:10:22

3 Q You never spoke to anyone else from Tyto 05:10:24

4 in connection with those negotiations? 05:10:27

5 A No. I only recall speaking with Ognen in 05:10:30

6 connection with the Tyto transaction. 05:10:33

7 Q Prior to speaking with Mr. Stojanovski in 05:10:35

8 connection with the Tyto acquisition, had you ever 05:10:39

9 met Mr. Stojanovski before? 05:10:42

10 A No. The first time I met him was through 05:10:46

11 the -- you know, doing -- discussing and negotiating 05:10:50

12 the transaction. 05:10:52

13 Q So that first week you were at Ottomotto 05:10:54

14 when you began participating in the negotiations 05:10:58

15 across the table with Tyto, did -- did you -- were 05:11:01

16 those e-mails? Were they phone calls? Were they 05:11:06

17 in-person meetings or were they some combination of 05:11:09

18 those? 05:11:12

19 MR. TAKASHIMA: Objection to form. 05:11:13

20 A I recall in the first week I was at 05:11:14

21 Ottomotto, I had e-mails and phone calls with Ognen 05:11:17

22 regarding the negotiation of the deal. 05:11:21

23 Q (BY MR. JUDAH) During that week of those 05:11:24

24 communications, what do you remember Mr. Stojanovski 05:11:27

25 telling you about the state of the negotiations up 05:11:29

1 to that point? 05:11:34

2 A I don't recall any discussions like that 05:11:40

3 since we were negotiating the terms of a specific 05:11:41

4 Asset Purchase Agreement, which I provided the first 05:11:45

5 draft of to him. 05:11:47

6 Q So you provided the first draft to 05:11:50

7 Mr. Stojanovski of an actual Asset Purchase 05:11:52

8 Agreement? 05:11:53

9 A Yes. 05:11:54

10 Q Did you prepare that from scratch or was 05:11:57

11 there some existing work product that you -- you 05:12:00

12 worked off of? 05:12:03

13 A Right. So I used a precedent Asset 05:12:05

14 Purchase Agreement, as you would typically do in 05:12:07

15 corporate practice as opposed to starting from 05:12:10

16 scratch, of course. 05:12:12

17 And I tailored that document to the 05:12:13

18 specifics of the transaction, as I understood it. 05:12:18

19 Q And your understanding of the specifics of 05:12:22

20 the transaction came from people at Ottomotto at 05:12:24

21 that time? 05:12:27

22 A And from some of the discussions I was 05:12:30

23 part of when I was an O'Melveny attorney that were 05:12:32

24 across the table with Uber, including the fact 05:12:37

25 reflected in the Disclosure Schedule that the 05:12:40

1 extent other members of Tyto or e-mails they have 05:23:28

2 sent to suppliers or customers could possibly be of 05:23:31

3 no use them once they have started working for 05:23:36

4 Ottomotto? 05:23:40

5 MS. EWINS: Objection to form. 05:23:41

6 MR. TAKASHIMA: Objection, form. 05:23:41

7 A I -- I did not have and do not have any 05:23:43

8 knowledge to whether or not they would be useful. 05:23:45

9 Q (BY MR. JUDAH) Did -- did Ognen 05:23:49

10 Stojanovski ever tell you that the owners of Tyto 05:23:50

11 wanted to exclude e-mail accounts and e-mail 05:23:56

12 archives in order to -- to destroy evidence of who 05:24:00

13 actually was the owner of Tyto LiDAR? 05:24:05

14 MR. SCHUMAN: Objection as to form. 05:24:08

15 A So as I already said, I don't recall any 05:24:11

16 discussions on the e-mail account or e-mail archives 05:24:14

17 point. 05:24:18

18 Q (BY MR. JUDAH) So the answer to my 05:24:18

19 question is no, you don't remember? 05:24:20

20 A I don't remember any discussions regarding 05:24:22

21 the Tyto e-mails. 05:24:24

22 Q Do you know who the owner of Tyto LiDAR 05:24:28

23 was at that time? 05:24:30

24 MR. TAKASHIMA: Objection, form. 05:24:34

25 A During the course of working on the 05:24:42



1 transaction between Ottomotto and Tyto, Tyto 05:24:45

2 indicated that it was owned by Sandstone. 05:24:50

3 Q (BY MR. JUDAH) That's Sandstone 05:25:02

4 Group, LLC, right? 05:25:02

5 A That sounds right, but I don't recall the 05:25:09

6 full legal name. 05:25:10

7 Q I would like to mark as Exhibit 767, a 05:25:14

8 document bearing Bates stamp UBER0047857. 05:25:42

9 (Exhibit 767 was marked for identification 05:25:49

10 and is attached to the transcript.) 05:25:49

11 Q (BY MR. JUDAH) Mr. Bentley, do you 05:25:49

12 recognize this -- this document, Exhibit 767? 05:26:12

13 A Yes. 05:26:18

14 Q This is the "Operating Agreement of Tyto 05:26:19

15 LiDAR LLC"? 05:26:22

16 A Yes. 05:26:24

17 Q And it says that the -- the sole member of 05:26:26

18 Tyto LiDAR LLC is something called the Sandstone 05:26:33

19 Group, LLC? 05:26:35

20 A Yes. 05:26:37

21 Q And that's effectively the owner of Tyto 05:26:37

22 LiDAR LLC? 05:26:42

23 A Yes. 05:26:43

24 Q Has anyone ever told you that Anthony 05:26:45

25 Levandowksi owns the Sandstone Group? 05:26:47

1 MR. SCHUMAN: Objection as to form. 05:26:53

2 MR. TAKASHIMA: I join in the objection. 05:26:55

3 And I'm going to caution the witness not to divulge 05:26:56

4 any privileged communications. 05:26:59

5 A No. 05:27:02

6 Q (BY MR. JUDAH) Has anyone ever told you 05:27:02

7 that Anthony Levandowski controlled the Sandstone 05:27:04

8 Group? 05:27:06

9 MR. SCHUMAN: Same objection. 05:27:07

10 MR. TAKASHIMA: Same objection. And 05:27:08

11 again, same caution. 05:27:08

12 A No. 05:27:10

13 Q (BY MR. JUDAH) Did you ever ask Anthony 05:27:10

14 Levandowski if he has any involvement in the 05:27:11

15 Sandstone Group? 05:27:14

16 MR. TAKASHIMA: One second. If you can 05:27:18

17 answer that without divulging any privileged 05:27:21

18 communications, you can. 05:27:25

19 A No. 05:27:28

20 Q (BY MR. JUDAH) Do you know who owns the 05:27:29

21 Sandstone Group? 05:27:32

22 MR. TAKASHIMA: You can answer -- 05:27:35

23 objection to the extent it calls for privileged 05:27:35

24 information or privileged communications, unless you 05:27:40

25 can answer that question "Yes" or "No." 05:27:43

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1 of confidential -- well, actually, let me give 05:36:01  
2 everyone a copy of this. 05:36:03  
3 So pursuant to Section 7.2, which provides 05:36:28  
4 that -- for the "Disclosure of Confidential 05:36:34  
5 Information or Items, in 7.2(f), During their 05:36:37  
6 depositions, witnesses in the action to whom 05:36:42  
7 disclosure is reasonably necessary and who have 05:36:44  
8 signed the Acknowledgment and Agreement to be Bound 05:36:46  
9 (Exhibit A), unless otherwise agreed by the 05:36:49  
10 designating party or order by the court. 05:36:52  
11 So I'm going to designate the portion that 05:36:57  
12 addresses this as "Confidential Sandstone Group 05:36:59  
13 information." 05:37:03  
14 And, Mr. Bentley, you can confirm that you 05:37:03  
15 have signed the undertaking of the Protective Order? 05:37:05  
16 A I confirm I have. 05:37:09  
17 Q So I'm going to introduce as Exhibit 769, 05:37:11  
18 a document bearing Bates stone -- Bates 05:37:19  
19 No. SANDSTONE000001. 05:37:23  
20 (Exhibit 769 was marked for identification 05:37:36  
21 and is attached to the transcript.) 05:37:36  
22 Q (BY MR. JUDAH) Mr. Bentley, I'll ask if 05:37:37  
23 you have ever seen this document before. So take a 05:37:39  
24 moment to look at it. 05:37:43  
25 A No, I have not seen this document before. 05:38:15

Q [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

9 A Yes. 05:38:40

10 Q Do you know who John Gardner is? 05:38:40

11 A Yes. 05:38:42

12 Q I think I asked you about him for, right? 05:38:43

13 A Yes. 05:38:46

14 Q You -- you're aware that among other 05:38:46

15 clients, he -- he has represented Anthony 05:38:49

16 Levandowski? 05:38:53

17 A Yes. 05:38:53

18 Q And he represented Anthony Levandowski in 05:38:53

19 connection with the Stroz investigation, right? 05:38:55

20 MR. TAKASHIMA: Objection to the extent 05:39:01

21 that it calls for privileged information. I'm going 05:39:02

22 to -- you can answer the question yes or no. 05:39:06

23 A Yes. 05:39:11

24 Q (BY MR. JUDAH) So directing your attention 05:39:13

25 to -- let me ask you: Have -- have you ever filed 05:39:14

1 one of these LLC Articles of Incorporation -- 05:39:18

2 Articles -- Articles of Organization before? 05:39:19

3 A I haven't personally. But I'm aware of 05:39:24

4 this, and I have worked with others who have made 05:39:25

5 such filings. 05:39:30

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

8 A Um-hum. 05:39:40

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

11 Do you see that? 05:39:45

12 A Yes. 05:39:46

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

19 Do you see that? 05:40:07

20 A Yes. 05:40:07

[REDACTED] [REDACTED] [REDACTED]

[REDACTED] [REDACTED]

[REDACTED] [REDACTED]

24 A Yes. 05:40:25

[REDACTED] [REDACTED] [REDACTED]

4 Do you see that? 05:40:49

5 A Yes. 05:40:49

8 A No. 05:40:54

11 A No. 05:40:56

14 A No. 05:41:03

21 Do you see that? 05:41:23

22 A Yes. 05:41:23

25 A I do not. 05:41:29

[REDACTED]

[REDACTED]

3 A No. 05:41:41

[REDACTED]

[REDACTED]

6 A Correct. 05:41:51

7 Q Did you ever have a conversation with 05:41:53

8 Anthony Levandowski about this Tyto Asset Purchase 05:41:54

9 Agreement? 05:41:57

10 MS. EWINS: Objection. 05:42:01

11 MR. SCHUMAN: I'm going to object to the 05:42:03

12 extent it calls for attorney/client privileged 05:42:03

13 communications. If you can answer without revealing 05:42:04

14 privileged communications, you can do so. 05:42:07

15 A Yes. 05:42:10

16 Q (BY MR. JUDAH) What do you remember about 05:42:15

17 those conversations? 05:42:16

18 MR. SCHUMAN: Same objection and same 05:42:18

19 instruction. 05:42:20

20 A So the content of those discussions would 05:42:23

21 be attorney/client privileged. 05:42:34

22 Q (BY MR. JUDAH) How many different 05:42:37

23 conversations or communications -- let me ask this: 05:42:38

24 How many different communications have you had with 05:42:39

25 Anthony Levandowski on the subject of Tyto? 05:42:42